



John D. Demmy  
Phone: (302) 421-6848  
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www.saul.com

October 17, 2022

Honorable Mary F. Walrath  
United States Bankruptcy Court for the  
District of Delaware  
824 North Market Street, 5th Floor  
Wilmington, DE 19801

**Re: Center City Healthcare, LLC, *et al.* (“Plaintiffs”) v.  
Medline Industries, Inc. (“Medline”), Adv. No. 21-50920 (MFW)**

Your Honor:

Plaintiffs submit this letter pursuant to paragraph 18 of the Court’s September 21, 2021, Order [Adv. Docket No. 9] (the “**Procedures Order**”), requiring submission of a letter outlining unresolved discovery disputes. This adversary proceeding involves several transfers aggregating in excess of \$4.3 million made to Medline in the ninety days preceding bankruptcy.

The fact discovery deadline in this adversary proceeding is set to end on November 30, 2022. Medline has asserted nearly forty affirmative defenses in this adversary proceeding in addition to the typical “ordinary course of business,” “new value,” and “contemporaneous exchange” defenses. In its Initial Disclosures and in its responses to written discovery, Medline identified nine persons with knowledge of disputed, material facts.

On October 6, 2022, Plaintiffs requested Medline’s cooperation in scheduling depositions of six Medline employees, five of which Medline had identified as persons with knowledge. The one person not identified by Medline as a person with knowledge and who Plaintiffs seek to depose is James “Jimmy” Abrams (“**Mr. Abrams**”). As is evidenced by a sampling of e-mail documents produced by Medline and attached as **Exhibit A** hereto, Mr. Abrams was substantively and significantly involved in decision-making with respect to credit terms, credit limits, shipping, collecting, and holding shipments if payments were not made by the Debtors as demanded, and communicated the same both internally and with the Debtors’ representatives.

Not having heard from Medline in response to the October 6th e-mail, Plaintiffs followed up by e-mail on October 11, 2022. Medline’s counsel responded that day to advise that a response would be forthcoming. See e-mail string attached hereto as **Exhibit B**. By letter dated October 14, 2022 (see **Exhibit C** attached hereto), Medline finally responded, in effect saying “no” and asserting that Plaintiffs are not entitled to depose Medline personnel despite Medline admitting that those personnel have knowledge of facts relevant to disputed issues in this case.

Honorable Mary F. Walrath

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Page 2

Plaintiffs submit that there can be no serious argument that they are not entitled to depose personnel that Medline itself asserts have relevant information. With respect to barring the deposition of Mr. Abrams, it appears that Medline relies on *Brit. Telecommunications PLC v. IAC/Interactivecorp*, No. CV 18-366-WCB, 2020 WL 1043974, at \*8 (D. Del. Mar. 4, 2020) and *Ford Motor Co. v. Edgewood Properties, Inc.*, No. 06-1278, 2011 WL 677331, at \*2 (D.N.J. Feb. 15, 2011) (the case upon which *Brit. Telecommunications PLC* relied), which suggest that, in certain instances, “depositions of high-ranking corporate and governmental officers will be allowed only upon a showing that those officers have particularly relevant information to offer that is not equally available from other, less burdensome sources.” These non-precedential decisions are factually distinguishable and provide no basis for Medline to refuse depositions.

First, Medline has not provided any basis to conclude that Mr. Abrams is, in fact, a “high ranking” officer of the sort that courts seek to protect from potential discovery harassment. Second, even if such demonstration was possible, as evidenced by Exhibit A, it is undisputed that Mr. Abrams possesses information and details that are particularly relevant to this case and to which only he can testify. Mr. Abrams was explicitly identified by Medline’s internal communications as the individual with final authority on credit and collections matters related to the Plaintiffs. Such communications also reference phone calls and in-person dialogues that were not memorialized in writing. Thus, there are relevant lines of inquiry that *only* can be discovered through Mr. Abrams’ testimony. Similarly, the extent to which Medline has objected to each of Plaintiffs’ requests for responses to written discovery further highlights that the testimony sought from Mr. Abrams is not available through other means. Third, even if Medline could show that the information sought is *equally* available elsewhere (which, as noted above, Plaintiffs do not believe is accurate), Medline has not provided any basis to conclude that such other sources are less burdensome than deposing the person - Mr. Abrams – that unquestionably was involved and has personal knowledge of relevant facts.

Plaintiffs have asked Medline to change its position, but it has flatly refused. *See* Exhibit B attached hereto. Thus, Plaintiffs submit that the Court’s intervention under Paragraph 18 of the Scheduling Order is appropriate at this time.

We appreciate the Court’s attention to this matter and are available for a teleconference or any questions the Court may have.

Respectfully submitted,

**SAUL EWING ARNSTEIN & LEHR LLP**

*/s/ John D. Demmy*

John D. Demmy (DE Bar No. 2802)

Enclosures

cc: Robert M. Hirsch, Esq. (via e-mail)  
Michael A. Kaplan, Esq. (via e-mail)  
C. Patrick Thomas, Esq. (via e-mail)  
Jason Gibson, Esq. (via e-mail)

**EXHIBIT A**

**EXHIBIT A-1**

**From:** Barrett, Ron </O=MEDLINE/OU=CORPHQ/CN=RECIPIENTS/CN=RBARRETT>  
**To:** Abrams, Jim  
**CC:** Ryan, John; Tyler, Pam  
**Sent:** 1/20/2019 2:31:08 PM  
**Subject:** Re: Financial Update on PAHS (ST CHRIS & HAHNEMAN)

That's what we doing.

On Jan 19, 2019, at 7:08 PM, Abrams, Jim <JAbrams@medline.com> wrote:

Ok. Get the guarantee.

Sent from my iPhone

On Jan 19, 2019, at 11:22 AM, Barrett, Ron <RBarrett@medline.com> wrote:

Joel talked forever but is committed to paying us and committed to staying current

On Jan 19, 2019, at 2:08 PM, Ryan, John <JRyan@medline.com> wrote:

Jimmy

First, let me apologize for the lengthy email, but wanted to capture a full picture of where we stand on PAHS  
You had provided them with an initial \$2.5MM Credit Limit, but wanted to see an opening financial statement.

Ron and I had a Web Call yesterday with Joel Freedman, Gary Bryant CFO, and Kyle Schmidt for an hour  
They went through their challenges in buying the Hospitals from Tenet, what they are doing to improve Revenues, who they have placed in their new leadership team, and details of cost reductions. They don't have any audited Financial Statements – which is part of the problem on how Tenet was recording Revenues. They provided some Preliminary EBITDA numbers, as well as a forecast. They anticipate a \$41M improvement in EBITDA this year. Since these are unaudited Estimates, they did not want to provide us with hard copies, however, offered to share them in person at Medline, or on site.

From what they showed us, I was able to piece together a Pro-Forma Balance Sheet that reflects an Equity position of \$425 Million

Most of this is due to the Property that is worth approximately \$312 Million. They expect a Net Loss of \$128 million for 2018, but

Project a positive Net Income of \$13 Million for 2019. They are willing to provide us with a Corporate Guaranty from the Holding company

That owns the Real Estate PAHH– the largest asset. I am working with Gary Bryant on that.

The current A/R exposure is \$2.8 Million on the \$2.5 your provided as a Credit Limit.

They did commit to pay the \$400k past due, and we already have some check information that totals about \$150k. They committed to stay at N90.

I have more details and would be happy to share with in person if you wish.

Thank You

John

<image002.png>

<image001.png>

**John Ryan**

Director of Credit and Receivable Services

Finance

Medline Industries, Inc.

Three Lakes Drive

Northfield, IL 60093

[www.medline.com](http://www.medline.com)

**From:** Barrett, Ron  
**Sent:** Wednesday, January 16, 2019 12:03 PM  
**To:** Joel Freedman; Grace Muranaga  
**Cc:** Ryan, John; Felicia Garnett  
**Subject:** RE: Financial Update Needs

Joel,

Thanks, we will have the call after 3:30 and then hopefully be able to get some documents.

Talk then,

Ron

**From:** Joel Freedman <[jfreedman@americanacademic.com](mailto:jfreedman@americanacademic.com)>  
**Sent:** Wednesday, January 16, 2019 11:01 AM  
**To:** Grace Muranaga <[Grace.Muranaga@americanacademic.com](mailto:Grace.Muranaga@americanacademic.com)>  
**Cc:** Barrett, Ron <[RBarrett@medline.com](mailto:RBarrett@medline.com)>; Ryan, John <[JRyan@medline.com](mailto:JRyan@medline.com)>; Felicia Garnett <[Felicia.Garnett@americanacademic.com](mailto:Felicia.Garnett@americanacademic.com)>  
**Subject:** Re: Financial Update Needs

Would like Gary and Kyle to participate as well

Joel Freedman  
Chief Executive Officer  
American Academic Health System

On Jan 15, 2019, at 8:35 PM, Grace Muranaga <[Grace.Muranaga@americanacademic.com](mailto:Grace.Muranaga@americanacademic.com)> wrote:

Hi Ron,

Joel is not available until 3:30pm on Friday. Does that work for you?

Thanks, Grace

**From:** Barrett, Ron <[RBarrett@medline.com](mailto:RBarrett@medline.com)>  
**Sent:** Tuesday, January 15, 2019 7:40 AM  
**To:** Joel Freedman <[jfreedman@americanacademic.com](mailto:jfreedman@americanacademic.com)>; Ryan, John <[JRyan@medline.com](mailto:JRyan@medline.com)>  
**Cc:** Grace Muranaga <[Grace.Muranaga@americanacademic.com](mailto:Grace.Muranaga@americanacademic.com)>; Felicia Garnett <[Felicia.Garnett@americanacademic.com](mailto:Felicia.Garnett@americanacademic.com)>  
**Subject:** RE: Financial Update Needs

Grace,

Can we set this up for potentially this Friday? Adding John Ryan who is asked by Jim Abrams to get the financials.

Thanks,

Ron

**From:** Joel Freedman <[jfreedman@americanacademic.com](mailto:jfreedman@americanacademic.com)>

Sent: Monday, January 14, 2019 12:43 PM

To: Barrett, Ron <[RBarrett@medline.com](mailto:RBarrett@medline.com)>

Cc: Grace Muranaga <[Grace.Muranaga@americanacademic.com](mailto:Grace.Muranaga@americanacademic.com)>; Felicia Garnett  
<[Felicia.Garnett@americanacademic.com](mailto:Felicia.Garnett@americanacademic.com)>

Subject: Re: Financial Update Needs

I would like to coordinate a webex - since I have no idea how to do that I am ccing grace and Felicia

Joel Freedman

Chief Executive Officer

American Academic Health System

On Jan 14, 2019, at 2:00 PM, Barrett, Ron <[RBarrett@medline.com](mailto:RBarrett@medline.com)> wrote:

Joel,

Good afternoon. Happy New Year. So much going on. You asked me to remind you to get the financial information for Jim Abrams, based upon your conversion. When can we get and how would you like me to get them to Jim.

Thanks and hope to catch up soon.

Ron

**Ronald M. Barrett**

Vice President Corporate Sales

Medline Industries

703-346-8568 (Phone)

[rbarrett@medline.com](mailto:rbarrett@medline.com)

**EXHIBIT A-2**



**From:** Abrams, Jim </O=MEDLINE/OU=CORPHQ/CN=RECIPIENTS/CN=JABRAMS>  
**To:** Barrett, Ron; Tyler, Pam  
**Sent:** 4/4/2019 6:22:05 PM  
**Subject:** RE: Pa. hospital to lay off 175 | Baylor St. Luke's drops Medicare funding appeal | Merger creates \$2.4B system with hospitals in NY, Conn. | CFO Ben Spence on Lee Health's transformation

Please send me the z35 on the Hahnemann Hospitals?

**From:** Barrett, Ron  
**Sent:** Thursday, April 04, 2019 12:43 PM  
**To:** Abrams, Jim  
**Subject:** RE: Pa. hospital to lay off 175 | Baylor St. Luke's drops Medicare funding appeal | Merger creates \$2.4B system with hospitals in NY, Conn. | CFO Ben Spence on Lee Health's transformation  
Called and texted his cell...

**From:** Abrams, Jim <JAbrams@medline.com>  
**Sent:** Thursday, April 4, 2019 12:29 PM  
**To:** Barrett, Ron <RBarrett@medline.com>  
**Subject:** Fwd: Pa. hospital to lay off 175 | Baylor St. Luke's drops Medicare funding appeal | Merger creates \$2.4B system with hospitals in NY, Conn. | CFO Ben Spence on Lee Health's transformation  
**Get me on phone with Joel ASAP**

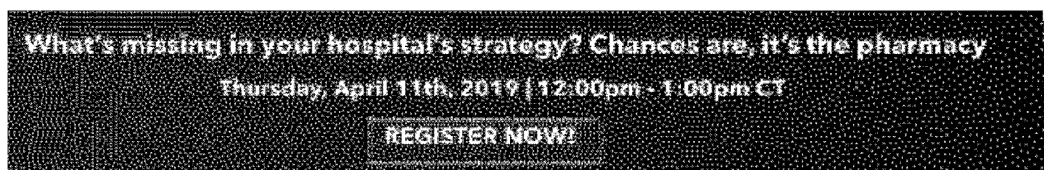
Sent from my iPhone

Begin forwarded message:

**From:** Becker's CFO Report <editorial@beckershealthcare.com>  
**Date:** April 4, 2019 at 10:21:52 AM CDT  
**To:** <jabrams@medline.com>  
**Subject:** **Pa. hospital to lay off 175** | Baylor St. Luke's drops Medicare funding appeal | Merger creates \$2.4B system with hospitals in NY, Conn. | CFO Ben Spence on Lee Health's transformation  
**Reply-To:** <editorial@beckershealthcare.com>



## BECKER'S Hospital CFO Report



April 4, 2019

### TODAY'S TOP STORIES

1. Merger creates \$2.4B health system with hospitals in New York, Connecticut [Full story](#)
2. Philadelphia hospital to lay off 175 employees amid financial

troubles [Full story](#)

3. Baylor St. Luke's drops appeal to keep Medicare funding for heart transplant program [Full story](#)

4. More than 50 healthcare CEOs and presidents stepped into new roles in 2019 Q1. [Click here](#) for 126 executive moves to know.

5. Pennsylvania hospital's payroll troubles persist [Full story](#)

6. CFO Ben Spence on Lee Health's transformation [Full story](#)

7. Advocate Aurora Health acquires Wisconsin hospital [Full story](#)

8. Intelligent automation: Driving a new level of revenue cycle performance. [Click here](#) to register for the upcoming webinar.

9. Average prices higher for outpatient healthcare, study finds [Full story](#)

10. Cigna-Express Scripts cap out-of-pocket 30-day insulin costs at \$25 [Full story](#)

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12. Safety issues spur Pennsylvania hospital to create new exec position [Full story](#)

**Payer Contract Negotiations:**  
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**EXHIBIT A-3**

**From:** Abrams, Jim </O=MEDLINE/OU=CORPHQ/CN=RECIPIENTS/CN=JABRAMS>  
**To:** Tyler, Pam  
**CC:** Barrett, Ron  
**Sent:** 4/12/2019 6:32:48 PM  
**Subject:** Re: PAHS

Then make it 75%. Non negotiable. Too much risk

Sent from my iPhone

On Apr 12, 2019, at 11:31 AM, Tyler, Pam <PTyler@medline.com> wrote:

We did right after the call with Joel and they wired another \$400K yesterday, but their weekly spend is ~\$354K so they would need to pay \$700K per week on 2:1. However, they are saying based on their discussion with Joel 2:1 wasn't the understanding. I reminded them I was on the call and while it's possible Joel misunderstood, I thought there was a clear agreement. I told them I would circle back with you and let them know, but our objective is to be supportive while managing our exposure and risk. I can certainly send them an email letting them know our plan is to remain 2:1 and Joel should contact you directly if there is a misunderstanding. I think you and Joel may need to have another conversation. We can stand firm on 2:1 but it's going to quickly become a much larger issue unless Joel instructs them to stand behind the 2:1 as agreed.

**From:** Abrams, Jim <JAbrams@medline.com>  
**Sent:** Friday, April 12, 2019 1:17 PM  
**To:** Tyler, Pam <PTyler@medline.com>  
**Cc:** Barrett, Ron <RBarrett@medline.com>  
**Subject:** Re: PAHS  
 Nope. Begin restrictions.

Sent from my iPhone

On Apr 12, 2019, at 10:59 AM, Tyler, Pam <PTyler@medline.com> wrote:

You and Joel did, but the CRO and his Finance Manager doesn't believe Joel's intention was to agree to that. According to them 2:1 shipping restrictions are egregious and impacting their ability to operate. Today's call ended with an agreement that our books match and them advising their plan is to stay within the agreed upon 95 day terms according to the contract.

**From:** Abrams, Jim <JAbrams@medline.com>  
**Sent:** Friday, April 12, 2019 12:51 PM  
**To:** Tyler, Pam <PTyler@medline.com>  
**Cc:** Barrett, Ron <RBarrett@medline.com>  
**Subject:** Re: PAHS  
 Yes. Restrictions. I thought we agreed to 50%

Sent from my iPhone

On Apr 12, 2019, at 10:49 AM, Tyler, Pam <PTyler@medline.com> wrote:

We need to regroup regarding PAHS and payments going forward. Thanks.

**EXHIBIT A-4**

**From:** Tyler, Pam <PTyler@medline.com>  
**To:** Abrams, Jim  
**CC:** Barrett, Ron  
**Sent:** 4/8/2019 3:52:13 PM  
**Subject:** RE: Philadelphia Academic Holdings - Hahnemann - 1093403

On it as soon as we get off....I will also confirm what position the guarantee puts us in should they file.

**From:** Abrams, Jim <JAbrams@medline.com>  
**Sent:** Monday, April 8, 2019 10:51 AM  
**To:** Tyler, Pam <PTyler@medline.com>  
**Cc:** Barrett, Ron <RBarrett@medline.com>  
**Subject:** Re: Philadelphia Academic Holdings - Hahnemann - 1093403

Damn it. Get Shane involved. 50%. Pay first then ship. No exceptions

Sent from my iPhone

On Apr 8, 2019, at 8:45 AM, Tyler, Pam <PTyler@medline.com> wrote:

Below are the largest two

**From:** Stryker, Traci <TStryker@medline.com>  
**Sent:** Sunday, April 7, 2019 2:47 PM  
**To:** Parker, Dan L <DLParker@medline.com>  
**Cc:** Tyler, Pam <PTyler@medline.com>; Morris, Maceo <MMorris@medline.com>; Schroeder, Tom <TSchroeder@medline.com>; Kolle, Christen <CKolle@medline.com>; Barrett, Ron <RBarrett@medline.com>  
**Subject:** RE: Philadelphia Academic Holdings - Hahnemann - 1093403

+ Ron.

Thank you Dan, for the heads up. I've included Z35's for the MCA on PAHS and also for Hahnemann and St Christopher's and as you can see Christen has been staying on top of the account, keeping them within their payment terms. In addition, we are in receipt of the Corporate Guaranty signed by Joel Freedman.

At this point in time, is there anything Christen and I need to do with regards to Hahnemann? The risk code is 300 and if need be, I will change it to 888 so orders will route to Christen's order queue for monitoring.

<image001.jpg>

<image003.jpg>

<image004.jpg>

Regards, Traci

<image006.png> **Traci L. Stryker**  
Distribution AR Supervisor  
Finance  
Medline Industries, Inc.  
[www.medline.com](http://www.medline.com)

**From:** Parker, Dan L <[DLParker@medline.com](mailto:DLParker@medline.com)>  
**Sent:** Thursday, April 04, 2019 1:19 PM  
**To:** Stryker, Traci <[Tstryker@medline.com](mailto:Tstryker@medline.com)>; Kollé, Christen <[CKolle@medline.com](mailto:CKolle@medline.com)>  
**Cc:** Tyler, Pam <[PTyler@medline.com](mailto:PTyler@medline.com)>; Morris, Maceo <[MMorris@medline.com](mailto:MMorris@medline.com)>; Schroeder, Tom <[TSchroeder@medline.com](mailto:TSchroeder@medline.com)>  
**Subject:** Philadelphia Academic Holdings - Hahnemann - 1093403  
**Importance:** High

All – fyi.

## Philadelphia hospital to lay off 175 employees amid financial troubles

Kelly Gooch - Thursday, April 4th, 2019 [Print](#) | [Email](#)

Philadelphia-based Hahnemann University Hospital plans to lay off 175 nurses, support staff and managers as it struggles to keep its doors open, hospital officials told [philly.com](http://philly.com).

"We are in a life-or-death situation here at Hahnemann," said Joel Freedman, chairman and founder of American Academic Health System, which [bought](#) Hahnemann and St. Christopher's Hospital for Children from Dallas-based Tenet Healthcare in January 2018.

"We're not Tenet with endless cash. We're running out of money," Mr. Freedman added.

He told [philly.com](http://philly.com) Hahnemann won't stay afloat without help from government, insurers and its academic partner, Philadelphia-based Drexel University.

The layoffs, which represent about 6 percent of Hahnemann's total workforce of 2,700, reportedly affect 65 nurses, 22 service and technical employees, and 88 nonunion workers and managers.

They come as Hahnemann has struggled financially. The hospital and St. Christopher's combined have \$600 million to \$700 million in annual revenue, compared to \$790 million at the time of American Academic Health System's purchase, according to [philly.com](http://philly.com).

Mr. Freedman, who is also CEO of healthcare investment firm and American Academic Health System affiliate El Segundo-based Paladin Healthcare, partially attributed the struggles at Hahnemann to a lower volume of patients. He also cited information technology and documentation problems at the hospital.

He expects the layoffs, along with other cost-cutting initiatives, such as the closure of some primary care offices, to save Hahnemann \$18 million annually.

Read the full [philly.com](http://philly.com) report [here](#).

<Medline Corporate Guaranty 2.4.19.pdf>



**EXHIBIT A-5**

**From:** Reed, Shane <SReed@medline.com>  
**To:** Kolle, Christen  
**Sent:** 4/19/2019 9:01:41 PM  
**Subject:** 1766992 PAHS

Per Jimmy, I released the orders that were on hold. I am going to have a phone call with their attorney on Monday but Jimmy now wants to ship dollar for dollar (from 75%)

I will keep you posted after I have the call

Thanks



ADVANCING  
THE HEALTH OF  
HEALTHCARE

**Shane Reed**  
Director- Credit, A/R and Escalations  
Finance  
Medline Industries, Inc.  
[www.medline.com](http://www.medline.com)

262-367-7501 x2252 (Phone)  
866-914-2729 (Fax)  
1-800-633-5463 (Customer Service)  
[sreed@medline.com](mailto:sreed@medline.com)

**EXHIBIT A-6**

**From:** Joel Freedman <jfreedman@americanacademic.com>  
**To:** Abrams, Jim  
**CC:** Barrett, Ron; Reed, Shane  
**Sent:** 4/22/2019 4:07:43 PM  
**Subject:** Re: 1766922 PAHS  
**Attachments:** image001.png

thanks Jim - i will follow up and figure out which of our counsel you should be speaking with - may be useful to our you in contact with our CRO

will be in touch soon

Joel Freedman  
Chief Executive Officer  
American Academic Health System

On Apr 22, 2019, at 11:52 AM, Abrams, Jim <JAbrams@medline.com> wrote:

Hi Joel,

See below. Need 2 things:

1. Contact info for your attorney
2. \$\$ because I do NOT want to let a/r get worse. Payments must equal or exceed shipments.

Jim

Sent from my iPhone

Begin forwarded message:

**From:** "Reed, Shane" <SReed@medline.com>  
**Date:** April 22, 2019 at 11:36:20 AM EDT  
**To:** "Abrams, Jim" <JAbrams@medline.com>  
**Subject:** 1766922 PAHS

Don't forget to send me their attorney info

And there are order for \$13,627.09 on hold from this morning. I released the orders on Friday afternoon so these are new

Shipped over the last 45 days- \$1,940,497.02  
Paid over the last 45 days - \$1,149,174.93

As far as we know, there is no money on the way

Please let me know how to handle the orders

<image001.png> **Shane Reed**  
Director- Credit, A/R and Escalations  
Finance  
Medline Industries, Inc.  
[www.medline.com](http://www.medline.com)



**EXHIBIT B**

**Warren, Robyn E.**

---

**From:** Kaplan, Michael A. <MKaplan@lowenstein.com>  
**Sent:** Sunday, October 16, 2022 2:06 PM  
**To:** Demmy, John D.; Thomas, Pat; Hirsh, Robert M.; Jason Gibson  
**Cc:** Kohn, A Mayer; DiSabatino, Monique Bair  
**Subject:** RE: Center City Healthcare, LLC, et al. v. Medline Industries, Inc.

John

No need to wait until 2 pm on Monday. We look forward to discussing this with the Court.

Michael

**Michael A. Kaplan**  
Partner  
Lowenstein Sandler LLP

**T:** 973.597.2302  
**M:** 215.740.5090  
**F:** 973.597.2303



---

**From:** Demmy, John D. <john.demmy@saul.com>  
**Sent:** Sunday, October 16, 2022 2:01 PM  
**To:** Thomas, Pat <cpthomas@lowenstein.com>; Hirsh, Robert M. <RHirsh@lowenstein.com>; Jason Gibson <Gibson@teamrosner.com>; Kaplan, Michael A. <MKaplan@lowenstein.com>  
**Cc:** Kohn, A Mayer <mayer.kohn@saul.com>; DiSabatino, Monique Bair <Monique.DiSabatino@saul.com>  
**Subject:** RE: Center City Healthcare, LLC, et al. v. Medline Industries, Inc.

Counsel:

This should be simple. Medline has identified persons with knowledge of potentially disputed issues. Plaintiffs have requested depositions of some of the persons Medline identified. Curiously, since he is involved in substantial internal e-mail communications and decision-making with respect to Medline's business relationship with the Debtors and also participated in telephone calls with Joel Friedman and other Debtor representatives about that business relationship, Medline did not identify Mr. Abrams as a person with knowledge of disputed fact issues. Nevertheless, he is properly subject to deposition in this matter (and the cases cited in your letter of Friday, October 14, 2022, are not applicable to the actual facts of this matter bearing on Mr. Abrams' involvement). Assuming that Medline intends to assert ordinary course of business and other defenses at trial, Plaintiffs are entitled to depose these people. It does not appear based on your October 14th letter that Medline's position is susceptible to change; and Plaintiffs submit they have an absolute right to depose persons with knowledge of disputed issues, including the six for which we have asked Medline to cooperate in scheduling depositions. Thus, unless you advise by 2:00 p.m. on Monday, October 17, 2022, that (i) Medline will produce the witnesses Plaintiffs' have requested for deposition, and (ii) Medline will work cooperatively and in good faith to schedule those depositions for reasonable dates, times and places, Plaintiffs will seek appropriate relief and/or guidance from the Court.

**SAUL EWING  
ARNSTEIN  
& LEHR** LLP

**John D. Demmy** | Partner

**SAUL EWING ARNSTEIN & LEHR LLP**

1201 North Market Street, Suite 2300 | Wilmington, DE 19801

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**From:** Thomas, Pat <[cpthomas@lowenstein.com](mailto:cpthomas@lowenstein.com)>

**Sent:** Friday, October 14, 2022 4:02 PM

**To:** Demmy, John D. <[john.demmy@saul.com](mailto:john.demmy@saul.com)>; Hirsh, Robert M. <[RHirsh@lowenstein.com](mailto:RHirsh@lowenstein.com)>; Jason Gibson <[Gibson@teamrosner.com](mailto:Gibson@teamrosner.com)>; Kaplan, Michael A. <[MKaplan@lowenstein.com](mailto:MKaplan@lowenstein.com)>

**Cc:** Kohn, A Mayer <[mayer.kohn@saul.com](mailto:mayer.kohn@saul.com)>; DiSabatino, Monique Bair <[Monique.DiSabatino@saul.com](mailto:Monique.DiSabatino@saul.com)>

**Subject:** RE: Center City Healthcare, LLC, et al. v. Medline Industries, Inc.

John,

Please see the attached.

Best,

Pat Thomas

**Patrick Thomas**

Associate

Lowenstein Sandler LLP

T: 862.926.2750

F: 973.597.2400



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**From:** Thomas, Pat

**Sent:** Tuesday, October 11, 2022 4:40 PM

**To:** 'Demmy, John D.' <[john.demmy@saul.com](mailto:john.demmy@saul.com)>; Hirsh, Robert M. <[RHirsh@lowenstein.com](mailto:RHirsh@lowenstein.com)>; Jason Gibson <[Gibson@teamrosner.com](mailto:Gibson@teamrosner.com)>; Kaplan, Michael A. <[MKaplan@lowenstein.com](mailto:MKaplan@lowenstein.com)>

**Cc:** Kohn, A Mayer <[mayer.kohn@saul.com](mailto:mayer.kohn@saul.com)>; DiSabatino, Monique Bair <[Monique.DiSabatino@saul.com](mailto:Monique.DiSabatino@saul.com)>

**Subject:** RE: Center City Healthcare, LLC, et al. v. Medline Industries, Inc.

John,

Apologies for the delay; we are working on it. Mike Kaplan is in the middle of a trial and we will respond as soon as we can.

Best,

Pat Thomas



**Patrick Thomas**

Associate  
Lowenstein Sandler LLP

T: 862.926.2750  
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**From:** Demmy, John D. <[john.demmy@saul.com](mailto:john.demmy@saul.com)>  
**Sent:** Tuesday, October 11, 2022 3:13 PM  
**To:** Thomas, Pat <[cpthomas@lowenstein.com](mailto:cpthomas@lowenstein.com)>; Hirsh, Robert M. <[RHirsh@lowenstein.com](mailto:RHirsh@lowenstein.com)>; Jason Gibson <[Gibson@teamrosner.com](mailto:Gibson@teamrosner.com)>; Kaplan, Michael A. <[MKaplan@lowenstein.com](mailto:MKaplan@lowenstein.com)>  
**Cc:** Kohn, A Mayer <[mayer.kohn@saul.com](mailto:mayer.kohn@saul.com)>; DiSabatino, Monique Bair <[Monique.DiSabatino@saul.com](mailto:Monique.DiSabatino@saul.com)>  
**Subject:** RE: Center City Healthcare, LLC, et al. v. Medline Industries, Inc.

Counsel:

We would be grateful for a response to this email from last week regarding deposition scheduling at your earliest convenience.

**SAUL EWING  
ARNSTEIN  
& LEHR** LLP

**John D. Demmy** | Partner  
**SAUL EWING ARNSTEIN & LEHR LLP**  
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**From:** Demmy, John D.  
**Sent:** Thursday, October 6, 2022 9:50 AM  
**To:** 'Thomas, Pat' <[cpthomas@lowenstein.com](mailto:cpthomas@lowenstein.com)>  
**Cc:** Kohn, A Mayer <[mayer.kohn@saul.com](mailto:mayer.kohn@saul.com)>; Jason Gibson <[Gibson@teamrosner.com](mailto:Gibson@teamrosner.com)>; DiSabatino, Monique Bair <[Monique.DiSabatino@saul.com](mailto:Monique.DiSabatino@saul.com)>; Hirsh, Robert M. <[RHirsh@lowenstein.com](mailto:RHirsh@lowenstein.com)>; Kaplan, Michael A. <[MKaplan@lowenstein.com](mailto:MKaplan@lowenstein.com)>  
**Subject:** RE: Center City Healthcare, LLC, et al. v. Medline Industries, Inc.

Counsel:

Although we do not agree that there are any deficiencies in respect of the privilege log provided on August 24, 2022, Plaintiffs intend to provide an amended log soon.

In addition, Plaintiffs request (i) available dates in the October 24 through November 11 time frame in which to schedule depositions, and (ii) the availabilities (both in terms of dates and locations) of the following Medline personnel during that time frame: Jimmy Abrams, Ron Barnett, Shane Reed, Pam Tyler, Tom Schroeder and Christen Kolle. Plaintiffs fully reserve and do not waive any right to request additional depositions of Medline personnel, but we will start with these

six. In addition, Plaintiffs intend to notice a 30(b)(6) deposition of Medline, the topics for which will be provided, of course, for November 30, 2022.

We would appreciate your response at your earliest convenience.



**John D. Demmy** | Partner

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**EXHIBIT C**



**Michael A. Kaplan**  
Partner

One Lowenstein Drive  
Roseland, New Jersey 07068

T: 973-597-2302  
F: 973-597-2303  
E: mkaplan@lowenstein.com

October 14, 2022

John D. Demmy, Esq.  
Saul Ewing Arnstein & Lehr LLP  
1201 North Market Street  
Suite 2300  
Wilmington, DE 19801

**Re: *Center City Healthcare, LLC, et. al., v. Medline Industries, Inc.,*  
Adv. Proc. No. 21-50920 (MFW)**

Dear Mr. Demmy:

Please accept this letter in response to your October 6, 2022 email correspondence in which you propose to depose Jimmy Abrams, Ron Barnett, Shane Reed, Pam Tyler, Tom Schroeder and Christen Kolle and to take Medline's deposition pursuant to Federal Rule of Civil Procedure 30(b)(6).

At the outset, we note that there is no need for Plaintiffs to take deposition testimony in this case. Testimonial evidence is not relevant to Plaintiffs' affirmative claims. Testimonial evidence relevant to Medline's defenses can only be obtained through the testimony of Plaintiffs' former employees, not Medline's. Plaintiffs' proposed depositions of Ron Barrett and Jimmy Abrams, high-level executives at Medline, are particularly problematic because they have no unique personal knowledge and the information Plaintiffs seek from them can be obtained from less burdensome means. *See British Telecommunications PLC v. IAC/Interactivecorp*, No. 18-366-WCB, 2020 WL 1043974, at \*8 (D. Del. March 4, 2020); *Ford Motor Co. v. Edgewood Properties, Inc.*, No. 06-1278, 2011 WL 677331, at \*2 (D.N.J. Feb. 15, 2011). Nonetheless, Medline will produce Shane Reed, as Medline's Federal Rule of Civil Procedure 30(b)(6) designee who has complete knowledge relevant to the disputed facts in this case. Any other depositions would be irrelevant and duplicative.

Medline will provide Shane Reed's availability as soon as possible.

Please do not hesitate to contact me with any questions.

Very truly yours,

A handwritten signature in blue ink that reads 'Michael A. Kaplan'.

Michael A. Kaplan

38062/3  
10/14/2022 212335247.2